

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

陽光文化

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Unit 6101, The Center, No. 99 Queen's Road Central, Hong Kong on Wednesday, 21st August, 2002 at 10:00 a.m. for the following purposes:

As Ordinary Business:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31st March, 2002.
2. To determine the maximum number of directors and authorise the Board of Directors to appoint additional directors up to the maximum number of directors so determined.
3. To re-elect directors and authorise the Board of Directors to fix the directors' remuneration for the period until the conclusion of the next annual general meeting.
4. To re-appoint auditors and authorise the Board of Directors to fix their remuneration.

And as Special Business, to consider and, if thought fit, to pass the following as ordinary resolutions:

5. **"THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company ("the Directors") during the Relevant Period (as defined in paragraph (c) of this Resolution) of all powers of the Company to purchase ordinary shares in the capital of the Company ("the Shares") in issue on the Stock Exchange of Hong Kong Limited ("the Stock Exchange") or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to purchase such Shares, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

茲通告本公司謹定於二零零二年八月二十一日(星期三)上午十時正假座香港皇后大道中99號中環中心6101室舉行股東週年大會,討論下列事項:

作為普通事項:

1. 省覽截至二零零二年三月三十一日止年度之已審核財務報告與董事會及核數師報告書。
2. 訂定董事之最多人數及授權董事會加增董事至所訂定之最多人數。
3. 重選董事及授權董事會釐定直至下屆股東週年大會結束止之董事酬金。
4. 續聘核數師及授權董事會釐定其酬金。

作為特別事項,考慮並酌情通過下列決議案為普通決議案:

5. 「**動議:**

- (a) 在本決議案第(b)段之規限下,一般性及無條件批准本公司董事(「董事」)於有關期間(定義見本決議案第(c)段)內行使本公司一切權力,在遵照一切適用法例及不時修訂之香港聯合交易所有限公司(「聯交所」)證券上市規則或任何其他證券交易所之規定之情況下,在聯交所或本公司之證券可能於任何獲證券及期貨事務監察委員會及聯交所就此認可之任何其他證券交易所上市之證券交易所,購買本公司股本中之已發行普通股股份(「股份」),及批准董事行使本公司一切權力以購買該等股份;

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(b) the aggregate nominal amount of the Shares to be purchased by the Company pursuant to the approval granted in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the Shares in issue at the time of passing this Resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this Resolution:

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:-

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
- iii. the revocation or variation of the authority given under this Resolution by an ordinary resolution of the ordinary shareholders of the Company in general meeting.”

6. **“THAT:**

(a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of Ordinary Resolution numbered 5 set out in this notice, of which this Resolution forms part) of all powers of the Company to issue, allot and deal with additional Shares and to make or grant offers, agreements or options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) 本公司根據本決議案第(a)段所授予之批准於有關期間內將予購買之本公司股份面值總額，不得超過於本決議案獲通過時已發行股份面值總額百分之十，而所述之批准亦須受此數額限制；及

(c) 就本決議案而言：

「有關期間」指由本決議案獲通過當日至下列三者中最早日期止之期間：—

- i. 本公司下屆股東週年大會結束時；
- ii. 本公司之公司細則或任何適用法例規定本公司必須舉行下屆股東週年大會之期限屆滿之日；及
- iii. 本公司之普通股股東在股東大會通過普通決議案撤銷或修訂本決議案所賦予之授權時。」

6. 「動議：

(a) 在本決議案第(c)段之規限下，一般性及無條件批准本公司董事於有關期間（定義見本通告所載第5項普通決議案第(c)段）內行使本公司一切權力，以發行、配發及處置額外之股份，及在遵照及根據一切適用法律之情況下，作出及授出將會或可能須行使此等權力之建議、協議或優先認股權（包括可轉換為股份之認股權證、債券及信用債券）；

- (b) the approval granted in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such power during and after the end of the Relevant Period;
- (c) the aggregate nominal amount of the Shares allotted or agreed conditionally or unconditionally to be issued, allotted and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) of this Resolution, otherwise than pursuant to:
- i. a right issue (as defined in paragraph (d) of this Resolution);
 - ii. the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any bond, debenture or securities (including without limitation the preference shares of the Company in issue at the date of passing this Resolution) which are convertible into the Shares;
 - iii. any option scheme or similar arrangement for the time being adopted for the grant or issue to officer and, or employees of the Company and, or any of its subsidiaries of the Shares or right to acquire the Shares;
 - iv. any scrip dividends or similar arrangement providing for the issue and allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws of the Company from time to time,

shall not exceed 20% of the aggregate nominal amount of the Shares in issue at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and

- (b) 本決議案第(a)段所授予之批准授權董事於有關期間內，作出或授出將會或可能須在有關期間之內及結束後行使此項權力之建議、協議或優先認股權（包括可轉換為股份之認股權證、債券及信用債券）；
- (c) 董事根據本決議案第(a)段所授予之批准所配發或同意有條件或無條件予以發行、配發及處理（不論是否依據優先認股權或其他方式）之股本面值總額，不得超過本決議案獲通過當日本公司已發行股份面值總額百分之二十，惟依據：
- i. 供股（定義見本決議案第(d)段）；
 - ii. 因行使本公司所發行任何認股權證條款項下認購權或換股權或可轉換為股份之任何債券、信用債券或證券（包括但不限於通過本決議案當日本公司已發行之優先股股份）；
 - iii. 本公司當時為授予或發行予本公司及／或其任何附屬公司高層人員及／或僱員股份或可購買股份之權利所採納之任何優先認股計劃或類似安排；及
 - iv. 按照本公司不時生效之公司細則任何以股代息或發行及配發股份以代替本公司股份之全部或部分股息之類似安排；

而發行或配發之股份除外，而所述之批准亦須受此數額限制；及

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(d) for the purpose of this Resolution:

“right issue” means an offer of Shares open for a period of time fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restriction or obligation under the laws of, or the requirement of any recognized regulatory body or any stock exchange in any territory applicable to the Company).”

7. **“THAT** conditional upon the passing of the Ordinary Resolutions numbered 5 and 6 set out in this notice, of which this Resolution forms part, the aggregate nominal amount of Share which are purchased by the Company pursuant to and in accordance with the said Ordinary Resolution numbered 5 shall be added to the aggregate nominal amount of Shares of the Company that may be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the Directors pursuant to and in accordance with the said Ordinary Resolution 6.”

By Order of the Board
Wong Tak Shing
Company Secretary

Hong Kong, 22nd July, 2002

Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice (“the Meeting”) is entitled to appoint another person as his proxy to attend and on a poll, vote on his behalf. The member may appoint more than one proxy to attend the Meeting. A proxy need not be a member of the Company.
2. In order to be valid, the Company’s form of proxy together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company’s branch share registrars in Hong Kong, Secretaries Limited at 5/F., Wing On Centre, 111 Connaught Road Central, Hong Kong not less than 48 hours before the time for holding the Meeting or the adjourned meeting thereof (as the case may be).

(d) 就本決議案而言：

「供股」指董事於所訂定期間，向於指定記錄日期名列本公司股東名冊之股份持有人，按彼等當時所持該等股份之股權比例提呈發售股份之建議（惟董事有權就零碎股份，或適用於本公司之任何地區之法律或任何認可管制機構或證券交易所之規定而產生之任何限制或責任，作出其認為必須或權宜之豁免或其他安排）。

7. 「動議待包含本決議案之大會通告所載之第5及6項普通決議案通過後，本公司董事根據及遵照上述第6項普通決議案所可能發行、配發及處理或同意有條件或無條件予以發行、配發及處理之本公司股份面值總額，亦相應增加，以包括其根據及遵照所述第5項普通決議案所購買之本公司股份面值總額。」

承董事會命
黃德盛
公司秘書

香港，二零零二年七月二十二日

附註：

1. 凡有權出席上述通告召開之股東週年大會（「大會」）及在會上投票之股東，均有權委派另一人為其代表，代其出席大會並於點票表決時代其投票。股東可委派多於一位代表出席大會。受委任代表毋須為本公司之股東。
2. 股東必須將本公司之代表委任表格連同已簽署之授權書或其他授權文件（如有），或經由公證人認證之該等授權書或授權文件副本，最遲須於大會或其續會（視乎情況而定）指定舉行時間四十八小時前送達本公司之香港股份過戶登記分處秘書商業服務有限公司，地址為香港干諾道中111號永安中心五樓，方才有效。